

# **EXHIBIT I**

RE: BRAINTECH + SHAFI : CONFIDENTIAL Revision 2 Document

**Subject:** RE: BRAINTECH + SHAFI : CONFIDENTIAL Revision 2 Document  
**From:** "Rick Weldinger" <rick@weldingerfamily.com>  
**Date:** Thu, 17 Apr 2008 22:32:16 -0400  
**To:** "Adil Shafi" <adil.shafi@shafilnc.com>

Hello Adil,

Sorry it took so long to acknowledge receipt of your document. I have been in meetings/conference calls most of the day and just now coming up for air.

I will look over in much more detail early tomorrow morning but begin all day meetings with the employees beginning at 9 am. I am staying in Vancouver over the weekend to catch up.

Maybe best to arrange call Saturday. The big issue now, in our arrangement, is the large requested cash component. Also reviewing and squeezing Braintech cash flows to find it. We should think about:

1. \$100,000 cash payment to you when agreement executed. LOI non-binding.
2. Success based cash and stock payments made upon access and acceleration success. Achieving X compensation Y gets paid.
3. I think we would spend most of our time for first 12 months executing access and acceleration. As we discussed, this really needs to begin in the early third quarter. Upon certain level of success [so we know this arrangement will work for Shafi Innovation going forward], we jointly fund and rapidly build up Shafi Innovation. Of course, during 12 months access and acceleration we would slowly build up Shafi Innovation. We can discuss minimal monthly incentive payment in order to do this and help with debt load. However, \$218,000 a month too much without/achieving knowing results.
4. We should resolve economics before our visit in Michigan. I do not want to represent to your special and dear contacts nor make promises to them before we know what is going to happen. I know, respect and like you too much to let that happen.
5. You identify a lot of good questions in your document. However, I am sure we can sort through them all for the benefit of all parties. We just need to be fair and reasonable with each other.
6. I know this will make a pretty big [and good] impression in our fragmented market. It will attract others to be sure.

I am available to talk now if convenient. Did not want to disturb your evening but wanted to send you quickly my initial thoughts.

Best, Rick

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**From:** Adil Shafi [mailto:adil.shafi@shafilnc.com]  
**Sent:** Thursday, April 17, 2008 6:46 AM  
**To:** Rick Weldinger  
**Cc:** Adil.Shafi@shafilnc.com  
**Subject:** BRAINTECH + SHAFI : CONFIDENTIAL Revision 2 Document

Thank You Rick.

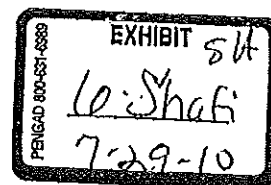
Here is my next draft.

It answers a lot of things that emanated from our discussions in Vancouver

and also creates the next set of questions that I would look forward to work with you on.

Please review and let me know when it would be good for you to discuss.

Best Regards, Adil



1/5/2010 8:08 AM

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No worries . I will be in the office working on cash flows and contracts or reading Ice Station Zebra till late. J

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From: Adil Shafi [mailto:[adil.shafi@shafinc.com](mailto:adil.shafi@shafinc.com)]  
Sent: Wednesday, April 16, 2008 2:11 PM  
To: Rick Weldinger  
Subject: Re: ADIL SHAFI : Experience and Profile for Access and Acceleration

Thank You Rick. I have milestones, timeframes and deliverables worked out.

Am working on more detail and an agreement format.

I'll put in a few more hours and then send later today.

Best, Adil

Thanks Adil. Look forward to your correspondence today. Will talk later.

Working on Michigan visit.

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From: Adil Shafi [mailto:[adil.shafi@shafinc.com](mailto:adil.shafi@shafinc.com)]  
Sent: Wednesday, April 16, 2008 2:59 AM  
To: Rick Weldinger  
Cc: [Adil.Shafi@shafinc.com](mailto:Adil.Shafi@shafinc.com)  
Subject: [Junk released by User action] ADIL SHAFI : Experience and Profile for Access and Acceleration

Dear Rick,

Below is my detailed experience profile for access and acceleration.

- **Knowledge of Michigan Technological University and experience / Interaction over 28 years :** Engineering, Sciences & Arts, Business, Technology, 12+ Clubs and Organizations (Blue Key, ODK, TBP, EKN, IEEE, ACS, Model United Nations, Intramural, Lode, MTSF, Ski Club, Cricket, Squash), Michigan Tech Fund, accounting, International (student and admin levels), Alumni Association, Alumni Email, Graduate School, Council of Graduate Schools, Boards / Committees (CSA, MEEM, CS, AA, Enterprise Development, Email Development, Information Technology, Portals, Michigan Tech Fund, Entrepreneur Alumni, Graduate School / CGS), personnel with personal relationships in many parts of the university, Departments (MEEM, Computer Science, Electrical Engineering, Humanities, Physics, Math, KRC, Information Technology, Summer Youth Program, Youth Expo), interaction with Enterprises and Senior Design, Alumni Chapters (US and overseas), Administration (Office of President, Government Affairs, Advancement, Admissions, International, Career Center, Alumni Office, Research (Ray Decker, Sung Lee, David Reed), familiarity with Advancement Officers and their work).
- **Knowledge of other educational institutions and interaction and relationships :** MIT, Stanford, Purdue, Carnegie Mellon, U of M, Northwestern University, Rehabilitation Institute of Chicago, Fraunhofer Institute, University of Tokyo, Waseda University, Pinckney High School, Lake Superior State, Kent State University, Georgia Tech and related spinoff / technology firms nearby, Cognex DVT, Siemens. Mott Community College, University of

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- Chicago (Illinois), NIU, Washtenaw Community College.
- **Knowledge of Industry (Factory Industrial Automation).** Innovation, Commercialization, Adoption, Standardization of equipment worth \$250 million each day. Fifteen robot companies (from US, Europe, Japan), 5 vision companies, manufacturing automation line builders, systems integrators in the USA, Canada, Mexico, Europe, Japan, China and India. 20+ years of experience. Multiple boards and committees. Key personnel. Challenges faced by manufacturing in the USA and midwest and positive trends and opportunities for our faculty and students in the future. Failure turnarounds, innovation and adoption cycles, acceptance at corporate and plant levels. Proper qualification, approval, implementation and support methods. Active relationships. Donations of equipment in excess of \$1 Million to Michigan Technological University. Setting up innovation labs (MEEM, EE, Enterprise, CS). Knowledge of industry and trade groups and events and relationships : Robotics Industries Association, Automated Imaging Association, EMVA, JIA, JETRO, areas of innovation in Japan. Emerging automation in China, India. Established manufacturing circles and key companies in countries of high cost labor : USA, Europe, Japan.
- **Knowledge of emerging Innovation and markets in robotics :** Military, Rehabilitation, Surgery, Consumer and Home robotics, Robobusiness, Microsoft Robotics, activity trends in Japan and Germany, activity trends in China and India.
- **Knowledge, relationships and Interaction at State and Federal Levels :** KEDA, UPEDA, SmartZone, LDFA, MEDC, Michigan Governor's Office and Congressional Delegation (Offices of Senators Levin and Stabenow, Congressman Stupak and their local representatives in the UP / Houghton), House Armed Services Committee, Senate Armed Services Committee, TARDEC, TACOM, NSF, DOT, Volpe Center, USAID and Commerce Department procedures and practices. Companies operating in defense and mobile military robotics and next generation innovation.
- **Personal Experiences and Traits :** Travel (40 countries and 50 states + DC, Puerto Rico), Understanding and familiarity with key regions in the USA (MIT/Harvard, Manhattan (business, diplomatic, cultural, tourist), Silicon Valley (companies, events, venues, history, players, MTU alumni base), Chicago (Industrial, medical), Detroit (automotive), Texas (military, medical, computer Compaq, Dell), Upper Peninsula (MTU, NMU, LSSU), Seattle/Vancouver (Microsoft Tandy Trower, Chinese business development, Braintech, Coroware)), Canadian Innovation, Southern German automation which leads in Europe, manufacturing in Italy (automotive consumer), Spain (automotive), France (automotive) and key companies, Scandinavian trends in Finland, Sweden, Denmark. Languages (English, Urdu/Hindi and passable Chinese, Japanese, French, German, Spanish), experience and perseverance record, university level teaching history in family, Future, Complimentary Goals in Houghton. Goals that can be mutually beneficial liaisons between Michigan Tech, MTU students/alumni, and Innovation / creation of future innovation : locally, domestically and with the rest of the world. Ability and track record of working with many kinds of people, cultures, backgrounds and personal experience. Frequency of travel to Houghton, relationships in community : (old and new businesses, personal, city managers of Houghton and Hancock, etc.). Innovation spirit and ability to do it at a world leading and sustainable levels (program to solve any Rubik's cube at age 21, world leading Bin Picking innovation in recent years). Physical and mental stamina (1 mile swimming in Lake Superior in less than one hour, four hours of skiing without stopping, 100 hour work weeks sometimes). Ability to remember hundreds of names, numbers, facts, opportunities, arrangements, ongoing projects. A proactive, can do, ability to make things connect, develop and proceed without stalling through delegation and regular meetings. Taught precalculus at Michigan Tech. Personal experience in developing training courses and delivering them for more than 18 years. Ability to bring groups of interest together, coordinate, excite, manage and produce results (e.g., alumni email development with multiple campus groups a few years ago). Perspective development through key books e.g., Dale Carnegie, Gore Vidal's Lincoln and Creation, Ice

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Station Zebra (Alistair MacLean series), The Double Helix (about innovative discovery of DNA), Gates by Manes, Art of the Deal by Donald Trump, books about Einstein and Edison. Frequent writer in industry trade journals about new trends.

With Best Regards,

Adil

(734) 516 - 6761